

132 0457
CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

FILED *WP*
Secretary of State
State of California

DEC 22 2020 *Jee*

SCOTT TAIT and MEGAN CALLAN hereby certify as follows:

1. They are the Chief Executive Officer and Secretary, respectively, of PACIFIC SCIENCE & ENGINEERING GROUP, INC., a California corporation.

2. Article V Restrictions on Ownership of the Articles of Incorporation of this corporation is hereby amended to read in full as follows:

"V

RESTRICTIONS ON OWNERSHIP

The classes of persons or entities which may own shares of this Corporation are restricted as follows:

A. Ownership of all of the Corporation's outstanding stock shall be limited to active employees of the Corporation, members of the Board of Directors of the Corporation, and to the qualified retirement plan and trust maintained by the Corporation known as Pacific Science & Engineering Group, Inc. Employee Stock Ownership Plan and Trust.

B. An active employee of the Corporation shall be deemed to own his or her spouse's community property interest in the Corporation's stock and any stock held in trust (other than Pacific Science & Engineering Group, Inc. Employee Stock Ownership Plan and Trust) of which such active employee is the beneficiary for purposes of determining compliance with the ownership restrictions of Paragraph A above.

C. Any transfer of the Corporation's stock which causes any of the Corporation's stock to be owned by other than (i) active employees of the Corporation (as modified by Paragraph B above); (ii) members of the Board of Directors of the Corporation; or (iii) the qualified retirement plan and trust maintained by the Corporation known as Pacific Science & Engineering Group, Inc. Employee Stock Ownership Plan and Trust, shall be voidable in the sole discretion of the Corporation's Board of Directors."

3. The foregoing amendment of Articles of Incorporation has been duly approved by the Board of Directors.

4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of the corporation is 400,000. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than fifty percent (50%).

The undersigned declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

Dated: December 21, 2020



SCOTT TAIT, Chief Executive Officer



MEGAN CALLAN, Secretary